

EXHIBIT 32



THE LAW OF UKRAINE

About international private law

(Information of the Verkhovna Rada of Ukraine (VVR), 2005, No. 32, Article 422)

{With changes introduced in accordance with Code
 No. 1618-IV dated 18.03.2004 , VVR, 2004, Nos. 40-41, 42, art. 492
 Laws
 No. 1837-VI dated 01.12.2010 , VVR, 2010, No. 12, art. 120
 No. 3390-VI dated 19.05.2011 , VVR, 2011, No. 47, Article 531
 No. 4212-VI dated 22.12.2011 , VVR, 2012, No. 32-33, Article 413
 No. 245-VII dated 16.05.2013 , VVR, 2014, No. 12, Article 178
 No. 817-VIII dated 24.11.2015 , VVR, 2016, No. 10, Article 97
 No. 1724-VIII dated 03.11.2016 , VVR, 2016, No. 52, Article 860
 No. 2508 -VIII dated 12.07.2018 , VVR, 2018, No. 38, Article 281,
 No. 155-IX dated 03.10.2019 , VVR, 2019, No. 48, Article 325 - regarding entry into force,
 see Clause 1 of Chapter XII
 No. 738-IX dated 19.06.2020
 No. 1630-IX dated 13.07.2021
 No. 1667-IX dated 15.07.2021
 No. 2627-IX dated 21.09.2022
 No. 2802-IX dated 01.12.2022 }

This Law establishes the procedure for the regulation of private law relations which, at least through one of their elements, are related to one or more legal systems other than the Ukrainian legal system.

Section I. GENERAL PROVISIONS

Article 1. Definition of terms

1. For the purposes of this Law, the terms are used in the following sense:

1) private law relations - relations based on the principles of legal equality, free expression of will, property independence, the subjects of which are physical and legal entities;

2) foreign element - a feature that characterizes private law relations regulated by this Law, and manifests itself in one or more of the following forms:

at least one participant in the legal relationship is a citizen of Ukraine who lives outside Ukraine, a foreigner, a stateless person or a foreign legal entity;

{The second paragraph of paragraph 2 of the first part of Article 1 as amended by Law No. 1837-VI dated 01.12.2010 }

the object of legal relations is located on the territory of a foreign state;

the legal fact that creates, changes or terminates legal relations took place or takes place on the territory of a foreign state;

{The fourth paragraph of Clause 2 of the first part of Article 1 as amended by Law No. 1837-VI of 01.12.2010 }

3) conflict of laws rule - a rule that determines the law of which state is to be applied to legal relations with a foreign entity;

{Clause 3 of the first part of Article 1 as amended by Law No. 1837-VI dated 01.12.2010 }

4) choice of law - the right of participants in legal relations to determine the law of which state is to be applied to legal relations with a foreign element;

5) autonomy of will - the principle according to which participants in legal relations with a foreign element can make a choice of law applicable to the relevant legal relations;

6) legal qualification - determination of the law applicable to legal relations with a foreign element;

7) reverse reference - repeated reference of the conflict of laws rule of the law of a foreign state to the legal order of the state whose conflict of law rule referred to the given foreign legal order;

8) referral to the law of a third country - referral of the conflict of laws rule of a foreign country, defined in accordance with this Law, to the law of a third country;

9) circumvention of the law - application to legal relations with a foreign element of a law other than the law provided for by the relevant legislation;

10) recognition of a decision of a foreign court - extension of the legal force of a decision of a foreign court to the territory of Ukraine in accordance with the procedure established by law;

11) international treaty of Ukraine - an international treaty of Ukraine in force, consent to its bindingness has been given by the Verkhovna Rada of Ukraine.

Article 2. Scope of application of the Law

1. This Law applies to the following issues arising in the field of private law relations with a foreign element:

- 1) definition of the applicable law;
- 2) procedural legal capacity and legal capacity of foreigners, stateless persons and foreign legal entities;
- 3) jurisdiction of courts of Ukraine for cases with a foreign element;
- 4) execution of court orders;
- 5) recognition and enforcement of decisions of foreign courts in Ukraine.

Article 3. International treaties of Ukraine

1. If an international treaty of Ukraine provides for other rules than those established by this Law, the rules of this international treaty shall be applied.

Article 4. Determination of the law applicable to private law relations with a foreign element

1. The law applicable to private law relations with a foreign entity is determined in accordance with the conflict of law provisions and other conflict of law provisions of this Law, other laws, and international treaties of Ukraine.

{Part one of Article 4 as amended by Law No. 1837-VI dated 01.21.2010 }

2. If, according to the first part of this article, it is impossible to determine the applicable law, the law that has a closer connection with private law relations shall be applied.

3. The right defined in accordance with the first part of this article, as an exception, is not applied if, under all circumstances, the legal relationship has little connection with the defined right and has a closer connection with another right. This provision does not apply if the parties (party) have made a choice of law in accordance with part one of this article.

4. The rules of this Law on determining the law to be applied by the court shall apply to other bodies that have the authority to decide on the question of the law to be applied.

5. Determination of the law applicable to private law relations on the basis of conflict of law rules is not carried out, if an international treaty of Ukraine provides for the application of substantive legal rules to the relevant relations.

Article 4¹. Choice of court

1. Participants in private law relations with a foreign entity may enter into a choice of court agreement, which will determine the jurisdiction of the courts of a certain state or one or more specific courts of a certain state in disputes that have arisen or may arise between them in connection with such legal relations.

2. The agreement on the choice of court shall be concluded in writing regardless of the place of its conclusion. The agreement on the choice of court, by which the court of Ukraine is chosen, is concluded in writing in accordance with the law of Ukraine.

3. The court selection agreement cannot provide for a change in the exclusive jurisdiction of a case with a foreign element to the courts of Ukraine.

4. The invalidity of the deed, the constituent part of which is the agreement on the choice of court, does not entail the invalidity of the agreement on the choice of court.

{The Law was supplemented by Article 4¹ in accordance with Law No. 2627-IX dated 09/21/2022 }

Article 5. Autonomy of the will

1. In the cases provided for by law, the participants (participant) of legal relations may independently choose the law to be applied to the content of legal relations.

2. The choice of law in accordance with part one of this article must be clearly expressed or directly result from the actions of the parties to the transaction, the conditions of the transaction or the circumstances of the case, which are considered in their entirety, unless otherwise provided by law.

3. The choice of law can be made with respect to the transaction as a whole or its separate part.

4. The choice of law regarding individual parts of the deed must be clearly expressed.

5. The choice of law or the change of the previously chosen law can be made by the participants of the legal relationship at any time, in particular, during the execution of the deed, at various stages of its execution, etc. Choice of law or change of previously chosen law, which are made after the execution of the deed, have retroactive effect and are valid from the moment of execution of the deed, but cannot:

1) be grounds for declaring the deed invalid due to failure to comply with its form;

2) limit or violate the rights acquired by third parties before the right is chosen or the previously chosen right is changed.

6. The choice of law is not carried out if there is no foreign element in the legal relationship.

Article 6. Scope of application of the law of a foreign state

1. The application of the law of a foreign state covers all its norms that regulate the relevant legal relations.

2. The application of a norm of the law of a foreign state cannot be limited only on the grounds that this norm belongs to public law.

Article 7. Legal qualification

1. When determining the law to be applied, the court or other body is guided by the interpretation of norms and concepts in accordance with the law of Ukraine, unless otherwise provided by law.

2. If the norms and concepts that require legal qualification are not known to the law of Ukraine or are known under a different name or with a different meaning and cannot be determined through interpretation by the law of Ukraine, then the law of a foreign country is also taken into account during their legal qualification.

Article 8. Establishing the content of the norms of the law of a foreign state

1. When applying the law of a foreign state, a court or other body establishes the content of its norms in accordance with their official interpretation, application practice and doctrine in the relevant foreign state.

2. In order to determine the content of the law of a foreign state, a court or other body may apply to the Ministry of Justice of Ukraine or other competent bodies and institutions in Ukraine or abroad or involve experts in accordance with the procedure established by law.

3. Persons participating in the case have the right to submit documents confirming the content of the norms of the law of a foreign state, which they refer to in substantiating their claims or objections, or otherwise assist the court or other body in establishing the content of these norms.

4. If the content of the norms of the law of a foreign state is not established within a reasonable time, despite the measures taken in accordance with this article, the law of Ukraine shall be applied.

Article 9. Retrospective reference and reference to the law of a third country

1. Any reference to the law of the state should be considered as a reference to the norms of substantive law, which regulates the relevant legal relations, excluding the application of its conflict of laws rules, unless otherwise established by law or an international treaty of Ukraine.

{Part one of Article 9 as amended by Law No. 2802-IX dated December 1, 2022 }

2. In cases related to the personal and family status of an individual, a return reference to the law of Ukraine is accepted.

Article 10. Consequences of bypassing the law

1. Deeds and other actions of participants in private law relations aimed at subordinating these relations to a law other than that defined in accordance with this Law, bypassing its provisions, are null and void. In this case, the law applicable in accordance with the provisions of this Law applies.

Article 11. Reciprocity

1. A court or other body shall apply the law of a foreign state, regardless of whether the law of Ukraine is applied to similar legal relations in the corresponding foreign state, except in cases where the application of the law of a foreign state on the basis of reciprocity is provided for by the law of Ukraine or an international treaty of Ukraine.

2. If the application of the law of a foreign state depends on reciprocity, it is assumed that it exists, unless proven otherwise.

Article 12. Provision on public order

1. The law of a foreign state shall not be applied in cases where its application leads to consequences that are clearly incompatible with the foundations of the legal order (public order) of Ukraine. In such cases, the law that has the closest connection with the legal relationship applies, and if such a law cannot be determined or applied, the law of Ukraine applies.

{Part one of Article 12 as amended by Law No. 1837-VI dated 01.21.2010 }

2. Refusal to apply the law of a foreign state cannot be based only on the difference between the legal, political or economic system of the relevant foreign state from the legal, political or economic system of Ukraine.

Article 13. Recognition of documents issued by bodies of foreign states

1. Documents issued by authorized bodies of foreign states in the established form are recognized as valid in Ukraine in the event of their legalization, unless otherwise provided by law or an international treaty of Ukraine.

Article 14. Application of mandatory norms

1. The rules of this Law do not limit the effect of the mandatory norms of the law of Ukraine, which regulate the relevant relations, regardless of the law that is subject to application.

2. The court, regardless of the law to be applied in accordance with this Law, may apply the mandatory norms of the law of another state, which are closely related to the relevant legal relationship, with the exception established by part one of this article. At the same time, the court must take into account the purpose and nature of such norms, as well as the consequences of their application or non-application.

Article 15. Application of the law of the state with a plurality of legal systems

1. If the law of a country with several territorial or other legal systems is applicable, the appropriate legal system is determined in accordance with the law of that country. In the absence of relevant legal norms, the norms of that legal system, which has a closer connection with legal relations, are applied.

Section II. CONFLICT RULES REGARDING THE LEGAL STATUS OF NATURAL AND LEGAL PERSONS

Article 16. Personal law of a natural person

1. The personal law of an individual is the law of the state of which he is a citizen.

2. If a natural person is a citizen of two or more states, his personal law is considered to be the law of the state with which the person has the closest connection, in particular, has a place of residence or is engaged in the main activity.

3. The personal law of a stateless person is the law of the state in which this person has a place of residence, and in his absence - the place of stay.

4. The personal law of a refugee is the law of the state in which he has a place of residence.

5. When determining personal law in accordance with parts two and three of this article, it is considered that if an incapacitated person has changed his place of residence without the consent of his legal representative, such a change does not cause a change in the personal law of such a person.

Article 17. Civil legal capacity of an individual

1. The emergence and termination of the civil legal capacity of an individual is determined by his personal law.

2. Foreigners and stateless persons have civil legal capacity in Ukraine on an equal footing with citizens of Ukraine, except for cases provided for by law or international treaties of Ukraine.

Article 18. Civil legal capacity of a natural person

1. The civil legal capacity of an individual is determined by his personal law. The civil legal capacity of an individual with regard to acts and obligations arising as a result of the infliction of damage may also be determined by the law of the state of the place where the acts are committed or the obligations arise in connection with the infliction of damage, unless otherwise provided by law.

2. The grounds and legal consequences of recognizing an individual as incapacitated or restricting the civil capacity of an individual are regulated by the personal law of that individual.

Article 19. The right of a natural person to carry out entrepreneurial activities

1. The right of an individual to carry out entrepreneurial activity is determined by the law of the state in which the individual is registered as an entrepreneur. In the absence of requirements for mandatory registration in the state, the law of the state of the main place of business activity is applied.

Article 20. Recognizing a natural person as missing or declaring him dead

1. The grounds and legal consequences of recognizing a natural person as missing or declaring him dead are regulated by the last known personal laws of that person.

Article 21. Name of a natural person

1. The rights of an individual to the name, its use and protection are determined by his personal law, unless otherwise established by law.

Article 22. Personal non-property rights

1. Personal non-property rights shall be subject to the law of the state in which the action or other circumstance that gave rise to the demand for the protection of such rights took place, unless otherwise provided by law.

Article 23. Registration of acts of civil status of citizens of Ukraine outside the borders of Ukraine

1. Registration of acts of civil status of citizens of Ukraine who live outside the borders of Ukraine can be carried out at a consular institution or a diplomatic mission of Ukraine. At the same time, the law of Ukraine applies.

Article 24. Custody and care

1. Establishment and cancellation of guardianship and care over minors, minors, incapacitated persons, persons whose civil capacity is limited, are regulated by the personal law of the ward.

2. The guardian's (custodian's) duty to accept guardianship (custodianship) is determined by the personal law of the person who is appointed as the guardian (custodian).

3. The relationship between the guardian (guardian) and the person who is under guardianship (guardianship) is determined by the law of the state whose body appointed the guardian (guardian). If the person who is under guardianship (care) lives in Ukraine, the law of Ukraine is applied, if it is more favorable for this person.

4. Guardianship (guardianship) established over citizens of Ukraine living outside Ukraine is recognized as valid in Ukraine, if there are no legal objections to the establishment of guardianship (guardianship) or its recognition by the relevant consular institution or diplomatic mission of Ukraine.

5. Regarding a person who is not a citizen of Ukraine and is in Ukraine, or his property located in the territory of Ukraine, if necessary in the interests of guardianship or care, measures may be taken to protect rights and property in accordance with the law of Ukraine. The diplomatic mission or consular institution of the state of which the relevant person is a citizen is immediately notified of this.

Article 25. Personal law of a legal entity

1. The personal law of a legal entity is considered to be the law of the state where the legal entity is located.

2. For the purposes of this Law, the location of a legal entity is the state in which the legal entity is registered or otherwise created under the law of that state.

3. In the absence of such conditions or if they cannot be established, the law of the state in which the executive body of the legal entity is located shall be applied.

Article 26. Civil legal capacity and legal capacity of a legal entity

1. Civil legal capacity and legal capacity of a legal entity is determined by the personal law of the legal entity.

Article 27. Personal law of a foreign organization that is not a legal entity under the law of a foreign state

1. The personal law of a foreign organization that is not a legal entity according to the law of the state in which such an organization is established is considered to be the law of that state. If such an organization operates on the territory of Ukraine, the legislation of Ukraine, which regulates the activities of legal entities, is applied to its activities, unless otherwise follows from the requirements of the legislation or the essence of the legal relationship.

Article 28. Limitation of powers of a body or representative of a legal entity

1. A legal entity may not refer to the limitation of the powers of its body or representative to commit a deed that is not known to the law of the state in which the other party has a place of residence or stay, except in cases where the other party knew or could not have been unaware of such restrictions.

Article 29. National regime of activity of foreign legal entities in Ukraine

1. Business and other activities of foreign legal entities in Ukraine are regulated by the legislation of Ukraine regarding legal entities of Ukraine, unless otherwise established by law.

Article 30. Participation of the state and legal entities under public law in private law relations with a foreign element

1. The rules of this Law are applied on general grounds to private law relations with a foreign element involving the state and legal entities under public law, unless otherwise provided by law.

Section III. CONFLICT RULES REGARDING DEEDS, POWER OF ATTORNEY, LIMITATION OF ACTION

Article 31. Form of transaction

1. Unless otherwise provided by law, the form of the transaction must comply with the requirements of the law applicable to the content of the transaction, but it is sufficient to comply with the requirements of the law of the place of its execution, and if the parties to the transaction are located in different states, the law of the place of residence or location of the party who made the offer, unless otherwise stipulated by the contract.

{Part one of Article 31 as amended by Law No. 1724-VIII dated November 3, 2016 }

2. The form of the deed regarding immovable property is determined in accordance with the law of the state in which this property is located, and regarding immovable property, the right to which is registered on the territory of Ukraine - the law of Ukraine.

3. A foreign economic agreement, if at least one party is a citizen of Ukraine or a legal entity of Ukraine, is concluded in the form prescribed by law, regardless of the place of its conclusion, unless otherwise established by an international treaty of Ukraine. The legal consequences of non-compliance with the requirement regarding the written form of a foreign economic agreement are determined by the law applicable to the content of the transaction.

{Part three of Article 31 as amended by Laws No. 1724-VIII dated 03.11.2016 , No. 738-IX dated 19.06.2020 }

Article 32. Content of the deed

1. The content of the deed may be regulated by the law chosen by the parties, unless otherwise provided by law.

2. In the absence of a choice of law, the law that is most closely related to the deed shall be applied to the content of the deed.

3. If otherwise is not stipulated or does not follow from the conditions, the essence of the transaction or the totality of the circumstances of the case, then the transaction is more closely related to the law of the state in which the party that must carry out the performance, which is of decisive importance for the content of the transaction, has its seat residence or location.

Article 33. Scope of the law applicable to the deed

1. The validity of the deed, its interpretation and the legal consequences of the invalidity of the deed are determined by the law applicable to the content of the deed.

Article 34. Law applicable to power of attorney

1. The procedure for issuing, term of validity, termination and legal consequences of termination of a power of attorney are determined by the law of the state in which the power of attorney was issued.

Article 35. Statute of limitations

1. The statute of limitations is determined by the law that is used to determine the rights and obligations of the participants in the relevant relationship.

2. Claims to which the statute of limitations does not apply are determined by the law of Ukraine, if at least one of the participants in the relevant relationship is a citizen of Ukraine or a legal entity of Ukraine.

Section IV. CONFLICT RULES REGARDING INTELLECTUAL PROPERTY RIGHTS

Article 36. Intellectual property right

1. The law defined in accordance with the relevant rules of this Law shall be applied to transactions, the subject of which is the right of intellectual property.

Article 37. Protection of intellectual property rights

1. The law of the state in which the protection of these rights is required is applied to legal relations in the field of protection of intellectual property rights.

Section V. CONFLICT NORMS OF SUBSTITUTE LAW

Article 38. General provisions on the law applicable to property rights and other property rights

1. Ownership and other property rights to immovable and movable property are determined by the law of the state in which this property is located, unless otherwise provided by law.

2. Property belonging to immovable or movable things, as well as other classification of property, is determined by the law of the state in which this property is located.

3. The location of securities that exist in electronic form is considered to be the state of the location of a professional capital market participant - a depository institution or a person conducting similar activities in such a state.

{Article 38 is supplemented by part three in accordance with Law No. 738-IX dated 06/19/2020 }

4. Property rights to funds in a bank account are considered to be in the state of the location of the respective bank or of a person conducting similar activities in another state.

{Article 38 is supplemented by part three in accordance with Law No. 738-IX dated 06/19/2020 }

Article 39. Occurrence and termination of ownership and other property rights

1. The emergence and termination of the right of ownership and other property rights is determined by the law of the state in which the relevant property was located at the time when an action or other circumstance took place that became the basis for the emergence or termination of the right of ownership and other property rights, unless otherwise provided by law or an international treaty of Ukraine.

2. The law that applies to the emergence and termination of ownership and other property rights, which are the subject of the transaction, is determined in accordance with the first part of this article, unless otherwise established by agreement of the parties. The choice of law by the parties to the transaction does not affect the rights of third parties.

3. The emergence of the right of ownership as a result of the statute of limitations is determined by the law of the state in which the property was located at the time the statute of limitations expired.

Article 40. Ownership and other property rights, information about which must be entered in state registers

1. Ownership and other property rights, information about which must be entered in state registers, are determined by the law of the state in which this property is registered.

Article 41. Ownership and other property rights to movable property in transit

1. Ownership and other property rights to movable property that is in transit according to the deed are determined by the law of the country from which the property was sent, unless otherwise established by agreement of the parties.

Article 42. Protection of property rights and other property rights

1. Protection of property rights and other property rights is carried out at the applicant's choice in accordance with the law of the state in which the property is located, or in accordance with the law of the state of the court.

2. Protection of property rights and other property rights to immovable property is carried out in accordance with the law of the state in which this property is located.

3. Protection of property rights and other property rights that are subject to state registration in Ukraine is carried out in accordance with the law of Ukraine.

Section VI. CONFLICT RULES REGARDING CONTRACTUAL OBLIGATIONS

{Title of Section VI as amended by Law No. 1837-VI dated 01.21.2010 }

Article 43. Choice of law by agreement of the parties to the contract

1. The parties to the contract in accordance with Articles 5 and 10 of this Law may choose the law applicable to the contract, except in cases where the choice of law is expressly prohibited by the laws of Ukraine.

Article 44. The law applicable to the contract in the absence of agreement of the parties on the choice of law

1. In the event that the parties to the contract do not agree on the choice of law to be applied to this contract, the law is applied in accordance with the second and third parts of Article 32 of this Law, while the party that must carry out the performance, which is of decisive importance for the content of the contract, is :

- 1) the seller - under the sales contract;
- 2) the donor - according to the donation contract;
- 3) the annuitant - according to the annuity contract;

- 4) the alienator - under a lifetime maintenance (care) contract;
- 5) lessor - according to employment (lease) contracts;
- 6) the lender - according to the loan agreement;
- 7) contractor - according to the contract;
- 8) executor - under contracts for the provision of services;
- 9) the carrier - under the contract of carriage;
- 10) freight forwarder - under a transport forwarding contract;
- 11) custodian - under the custody agreement;
- 12) the insurer - under the insurance contract;
- 13) attorney - under the power of attorney agreement;
- 14) commission agent - under the contract of the commission;
- 15) manager - according to the property management contract;
- 16) the lender - according to the loan agreement;
- 17) creditor - according to the credit agreement;
- 18) bank - according to the bank deposit (deposit) agreement, according to the bank account agreement;
- 19) factor - under the factoring contract;
- 20) licensor - according to the license agreement;
- 21) right holder - under a commercial concession contract;
- 22) the pledger - under the pledge agreement;
- 23) guarantor - according to the contract of suretyship.

2. However, the law with which the contract is most closely related is considered to be:

- 1) in relation to a contract on immovable property - the law of the state in which this property is located, and if such property is subject to registration, - the law of the state where the registration was made;
 - 2) with regard to agreements on joint activity or performance of works - the law of the state in which such activity is carried out or the results stipulated by the agreement are created;
 - 3) in relation to a contract concluded at an auction, tender or organized market - the law of the state in which the auction, tender or registered operator of the organized capital market is held.
- {Clause 3 of the second part of Article 44 as amended in accordance with Law No. 738-IX dated 06/19/2020 }*
- 4) with respect to securities account maintenance contracts - the law of the state of the location of the relevant professional participant of the capital markets - a depository institution or a person conducting similar activities.

{The second part of Article 44 is supplemented by Clause 4 in accordance with Law No. 738-IX dated 19.06.2020 }

Article 45. The law applicable to the consumer contract

1. Contracts for the purchase of goods and the receipt of services by a person (consumer) not for the purposes of business activity belong to consumer contracts.
2. The choice of law by the parties to consumer contracts may not limit the protection of the rights of the consumer, which is granted to him by the mandatory norms of the law of the state in which he has his place of residence, stay or location, if:
 - 1) the conclusion of the contract was preceded by an offer or advertisement in this state and the consumer performed everything necessary for the conclusion of the contract in this state; or
 - 2) the order from the consumer was accepted in this state; or
 - 3) the consumer, on the initiative of the other party, traveled abroad for the purpose of concluding an agreement on the purchase of goods.
3. In the absence of a choice of law by the parties regarding the consumer contract, including regarding its form, the law of the state in which the consumer has a place of residence or location shall be applied.
4. The provisions of parts two and three of this article do not apply to contracts of transportation, provision of services, if the place of conclusion and execution of such contracts is a state other than the state of residence or location of the consumer (except for a contract in the field of tourism, which provides for combined transportation and accommodation). .

Article 46. The law applicable to contracts regarding a legal entity with foreign participation

{Name of Article 46 as amended by Law No. 1667-IX dated 07/15/2021 }

1. The law of the state in which the legal entity will be established applies to the founding agreement, which is the founding document of a legal entity with foreign participation.
2. The parties to an agreement under which the participants (founders, shareholders, members) of a legal entity with foreign participation undertake to exercise their rights and powers in relation to such a legal entity in a certain way or refrain from exercising them (corporate agreement) may choose the applicable law to such a corporate agreement.

{Article 46 is supplemented by part two in accordance with Law No. 1667-IX dated 07/15/2021 }

Article 47. Scope of the law applicable to the contract

1. The law applicable to the contract in accordance with the provisions of this section covers:

- 1) validity of the contract;
- 2) interpretation of the contract;
- 3) rights and obligations of the parties;
- 4) execution of the contract;
- 5) consequences of non-performance or improper performance of the contract;
- 6) termination of the contract;
- 7) consequences of contract invalidity;
- 8) assignment of the right of claim and transfer of debt in accordance with the contract.

2. If, when determining the methods and procedure of performance of the contract, as well as the measures to be taken in case of non-fulfillment or improper performance of the contract, it is impossible to apply the law specified in the first part of this article, the law of the state in which the contract is being performed may be applied.

3. The law applicable to the form of the contract is determined in accordance with Article 31 of this Law.

Section VII. CONFLICT RULES REGARDING NON-CONTRACTUAL OBLIGATIONS

{Title of Chapter VII as amended by Law No. 1837-VI dated 01.21.2010 }

Article 48. Law applicable to non-contractual obligations

1. The law of the state in which such action took place applies to obligations arising from the action of one party, taking into account the provisions of Articles 49-51 of this Law.

Article 49. The law applicable to obligations to indemnify damages

1. The rights and obligations under the obligations arising as a result of causing damage are determined by the law of the state in which the action or other circumstance took place, which became the basis for the claim for compensation for damage.

2. Rights and obligations under obligations arising as a result of causing damage abroad, if the parties have a place of residence or location in the same state, are determined by the law of that state.

3. The law of a foreign state is not applicable in Ukraine, if the action or other circumstance that became the basis for the claim for compensation of damage is not illegal under the legislation of Ukraine.

4. The parties to the obligation arising as a result of the infliction of damage may choose the law of the state of the court at any time after its occurrence.

Article 50. The right applicable to compensation for damage caused as a result of defects in goods, works (services)

1. The following shall apply to the claim for compensation of damage at the choice of the victim:

1) the law of the state in which the place of residence, location or main place of activity of the victim is located;

2) the law of the state in which the place of residence or location of the manufacturer of the goods or the performer of the work (service) is located;

3) the law of the state in which the victim purchased the goods or in which the work (service provided) was performed for him.

{Clause 3 of the first part of Article 50 as amended in accordance with Law No. 3390-VI dated 19.05.2011 }

The parties to the obligation at any time after its occurrence may agree on the application of the law of the state of the court to it.

Section VIII. CONFLICT RULES REGARDING LABOR RELATIONS**Article 52.** The law applicable to labor relations

1. Labor relations shall be governed by the law of the state in which the work is performed, unless otherwise provided by law or an international treaty of Ukraine.

Article 53. Labor relations of Ukrainian citizens working abroad

1. Labor relations of citizens of Ukraine working abroad are governed by the law of Ukraine if:

1) citizens of Ukraine work in foreign diplomatic institutions of Ukraine;

2) citizens of Ukraine have entered into employment contracts with employers - natural or legal entities of Ukraine on the performance of work abroad, including in their separate subdivisions, if this does not contradict the legislation of the state on whose territory the work is performed;

3) it is stipulated by the law or an international treaty of Ukraine.

Article 54. Peculiarities of regulation of labor relations of foreigners and stateless persons working in Ukraine

1. Labor relations of foreigners and stateless persons working in Ukraine are not regulated by the law of Ukraine if:

1) foreigners and stateless persons work as part of diplomatic missions of foreign countries or representative offices of international organizations in Ukraine, unless otherwise stipulated by an international treaty of Ukraine;

2) foreigners and stateless persons outside of Ukraine have entered into employment contracts with foreign employers - natural or legal entities on the performance of work in Ukraine, unless otherwise stipulated by contracts or an international agreement of Ukraine.

Section IX. CONFLICT NORMS OF FAMILY LAW

Article 55. The right to marry

1. The right to marry is determined by the personal law of each of the persons who submitted an application for marriage. In case of marriage in Ukraine, the requirements of the Family Code of Ukraine regarding grounds for invalidity of marriage are applied.

Article 56. Form and procedure of marriage in Ukraine

1. The form and procedure of marriage in Ukraine between a citizen of Ukraine and a foreigner or stateless person, as well as between foreigners or stateless persons, are determined by the law of Ukraine.

Article 57. Marriage in a consular institution or diplomatic mission

1. A marriage between citizens of Ukraine, if at least one of them lives outside Ukraine, can be concluded in a consular institution or diplomatic mission of Ukraine in accordance with the law of Ukraine.

2. Marriage between foreigners in a consular institution or diplomatic mission of the respective states in Ukraine is governed by the law of the accrediting state.

Article 58. Validity of a marriage concluded outside Ukraine

1. A marriage between citizens of Ukraine, a marriage between a citizen of Ukraine and a foreigner, a marriage between a citizen of Ukraine and a stateless person, concluded outside of Ukraine in accordance with the law of a foreign state, is valid in Ukraine, provided that the requirements of the Family Code of Ukraine regarding grounds are observed for the citizen of Ukraine invalidity of marriage.

2. Marriage between foreigners, marriage between a foreigner and a stateless person, marriage between stateless persons concluded in accordance with the law of a foreign state are valid in Ukraine.

Article 59. Marriage contract

1. The parties to the marriage contract may choose the law applicable to the marriage contract in accordance with the first part of Article 61 of this Law.

Article 60. Legal consequences of marriage

1. The legal consequences of marriage are determined by the joint personal law of the spouses, and in its absence, by the law of the state in which the spouses had their last joint place of residence, provided that at least one of the spouses still has a place of residence in this state, and in the absence of such - the right with which both spouses have the closest connection in another way.

2. A spouse who does not have a common personal law may choose the law that will be applied to the legal consequences of the marriage if the spouses do not have a common residence or if the personal law of neither of them coincides with the law of the state of their common residence.

3. The choice of law in accordance with the second part of this article is limited only to the right of personal law of one of the spouses without applying the second part of article 16 of this Law. The agreement on the choice of law is terminated if the personal law of the spouses becomes joint.

Article 61. Property relations of spouses

1. Spouses may choose to regulate the property consequences of marriage the law of the personal law of one of the spouses or the law of the state in which one of them has a habitual residence, or, in relation to immovable property, the law of the state in which this property is located.

2. The right chosen in accordance with part one of this article ceases to be applied or is changed by agreement of the parties in the event of a change in the personal law or habitual residence of the spouse to whose personal law or habitual residence the chosen right was attached. The new law applies to legal relations from the moment of marriage, unless otherwise agreed by the spouses in writing.

3. In the absence of a choice of law for the spouses, the property consequences of marriage are determined by the law that applies to the legal consequences of marriage.

Article 62. Form of choice of law for legal consequences of marriage

1. The choice of law provided for by the second part of Article 60 and Article 61 of this Law must be made in writing or clearly follow from the terms of the marriage contract. The parties' agreement on the choice of law concluded in Ukraine must be notarized.

Article 63. Termination of marriage

1. Termination of marriage and legal consequences of termination of marriage are determined by the law that is in force at that time regarding the legal consequences of marriage.

Article 64. Recognition of marriage as invalid

1. The invalidity of a marriage concluded in Ukraine or abroad is determined by the law that was applied in accordance with Articles 55 and 57 of this Law.

Article 65. Establishing and disputing paternity

1. Establishing and disputing paternity is determined by the personal law of the child at the time of his birth.

Article 66. Rights and obligations of parents and children

1. The rights and obligations of parents and children, except for the cases provided for in Articles 67¹, 67², 67³ of this Law, are determined by the personal law of the child or the law that is closely related to the relevant relationship and if it is more favorable for a child

{Part one of Article 66 as amended by Law No. 2802-IX dated December 1, 2022 }

Article 67. General provisions on the law applicable to maintenance obligations

1. Maintenance obligations arising from family relations shall be governed by the law of the state in which the person entitled to maintenance has his place of residence.

2. The parties to the maintenance obligation may choose the law applicable to the maintenance obligation in accordance with the rules defined in Article 67⁴ of this Law.

{Article 67 as amended by Law No. 2802-IX dated 01.12.2022 }

Article 67¹. Maintenance obligations between parents and children

1. If the person who has the right to maintenance cannot receive it in accordance with the right defined in accordance with the first part of Article 67 of this Law, maintenance obligations between parents and children are regulated by the law of the court state.

2. If the person who has the right to maintenance applied for maintenance to the court in the state in which the person who is obliged to provide maintenance has a place of residence, maintenance obligations between parents and children are determined by the law of the court's state. However, if it is impossible to receive maintenance in accordance with the specified right, the right provided for in the first part of Article 67 of this Law shall be applied.

3. If the person entitled to maintenance cannot receive it according to the right determined in accordance with parts one and two of this article, maintenance obligations between parents and children shall be governed by the law of their common personal law, if such exists.

{The Law was supplemented by Article 67¹ in accordance with Law No. 2802-IX dated 01.12.2022 }

Article . Obligations regarding the maintenance of children by other persons

1. The right applicable to obligations regarding maintenance of minors, minors by grandfather, grandmother, stepfather, stepmother, brother, sister, other persons, in whose family the child was brought up, is determined in accordance with Article 67¹ of this Law.

{The Law was supplemented by Article 67² in accordance with Law No. 2802-IX dated 01.12.2022 }

Article 67³. Maintenance obligations that arise in connection with the conclusion of marriage, dissolution of marriage, invalidity of marriage, living in the same family of a woman and a man without marriage registration

1. Maintenance obligations that arise between spouses, ex-spouses, persons whose marriage is invalid, a woman and a man living in the same family without marriage registration, are governed by the law of the state of the last joint place of residence of the parties to the obligation or another right, which has a closer connection with marriage, if one of the parties to the obligation objects to the application of the right determined in accordance with the first part of Article 67 to the obligation of the law

{The Law was supplemented by Article 67³ in accordance with Law No. 2802-IX dated 01.12.2022 }

Article . Choice of law by agreement of the parties to maintenance obligations

1. Maintenance obligations arising from family relations may, at the option of the parties to the obligation, be regulated:

1) by the personal law of one of the parties to the obligation at the time of making the choice of law;

2) the law of the state of residence of one of the parties to the obligation at the time of making the choice of law;

3) the law chosen by the parties to the obligation or applied in accordance with the law to regulate the property relations of the parties to the obligation;

4) the law chosen by the parties to the obligation or applied in accordance with the law to regulate the termination of marriage or separate residence of the parties to the obligation;

5) the law of the state of the court chosen by the parties for the purposes of proceedings in a specific case on maintenance obligations.

2. The choice of law provided for in the first part of this article is carried out by concluding an agreement in writing. A choice of law agreement concluded in Ukraine is subject to notarization.

The choice of law in accordance with clauses 1-4 of the first part of this article does not apply to obligations regarding maintenance of minors, minor children, incapacitated persons and persons whose civil capacity is limited.

The choice of law in accordance with paragraph 5 of the first part of this article must be made by the parties to the obligation before the opening of proceedings in the relevant case, taking into account the requirements of article 77 of this Law.

3. An agreement on the choice of law, which leads to clearly unfair or unreasonable consequences for any of the parties, is null and void, except in cases where, at the time of its conclusion, the parties were fully aware of the meaning, content and consequences of their choice.⁴

{The Law was supplemented by Article 67 in accordance with Law No. 2802-IX dated 01.12.2022}

Article 68. Refusal of withholding, denial of a claim for withholding

1. The right of a person to refuse maintenance is determined by the law of the state of residence of this person.

2. A person's claim for maintenance (except for claims for maintenance by parents of children and maintenance claims arising from marital relations) may be denied by a person who is obliged to provide maintenance, on the grounds that the maintenance obligation does not exist either according to the law of the place of residence of the person obliged to provide maintenance, nor by the law of their common personal law, if such a law exists.

{Article 68 as amended by Law No. 2802-IX dated December 1, 2022}

Article 69. Adoption

1. Adoption and its cancellation are regulated by the personal law of the child and the personal law of the adopter. If the adopter is a spouse who does not have a common personal law, then the law that determines the legal consequences of marriage applies.

2. A person's ability to be an adoptive parent is determined in accordance with his personal law.

3. The legal consequences of adoption or its termination are determined by the adopter's personal law.

4. Supervision and registration of children adopted in accordance with the provisions of this article shall be carried out in accordance with the personal law of the child.

Chapter X. CONFLICTING RULES REGARDING INHERITANCE

Article 70. Inheritance relations

1. Taking into account the provisions of Articles 71, 72 of this Law, inheritance relations are regulated by the law of the state in which the testator had his last place of residence, if the testator did not choose the law of the state of which he was a citizen in the will. The testator's choice of law will be invalid if his citizenship has changed after making the will.

Article 71. Inheritance of immovable property and property subject to state registration

1. Inheritance of immovable property is regulated by the law of the state in whose territory the property is located, and property subject to state registration in Ukraine by the law of Ukraine.

Article 72. Ability of persons to make and cancel a will. The form of the will and the act of its cancellation

1. The capacity of a person to make and revoke a will, as well as the form of the will and the act of its cancellation are determined by the law of the state in which the testator had a permanent place of residence at the time of making the act or at the time of death. A will or an act of its cancellation cannot be declared invalid due to non-observance of the form, if the latter meets the requirements of the law of the place of making the will or the law of citizenship, or the law of the usual place of residence of the testator at the time of making the act or at the time of death, as well as the law of the state in which the immovable is located property.

Chapter XI. PROCEEDING IN CASES INVOLVING FOREIGN PERSONS

Article 73. Participation in the process of foreign persons

1. Foreigners, stateless persons, foreign legal entities, foreign states (their bodies and officials) and international organizations (hereinafter - foreign persons) have the right to apply to the courts of Ukraine to protect their rights, freedoms or interests.

2. The international treaties of Ukraine and the laws of Ukraine may establish the specifics of the participation in the process of diplomatic agents, personnel of international organizations and other persons.

Article 74. Procedural legal capacity and legal capacity of foreign persons in Ukraine

1. Procedural legal capacity and legal capacity of foreign persons in Ukraine are determined in accordance with the law of Ukraine.

2. At the request of the court hearing the case, the foreign legal entity must present a document issued in accordance with Article 13 of this Law, which is proof of legal personality of the legal entity (certificate of registration, extract from the trade register, etc.).

Chapter XII. JURISDICTION AND EXECUTION OF FOREIGN JUDICIAL ORDERS

Article 75. General rules of jurisdiction of courts of Ukraine in cases with a foreign element

1. Jurisdiction of the courts of Ukraine for cases with a foreign element is determined at the time of the opening of the proceedings in the case, despite the fact that during the proceedings in the case the grounds for such jurisdiction disappeared or changed.

2. The court refuses to open proceedings in the case if the court or other jurisdictional body of a foreign state has a case related to a dispute between the same parties, about the same subject and on the same grounds, and the existence of such grounds became known to the court before the opening of the proceedings in the case .

3. The court shall leave the claim without consideration, if after the opening of the proceedings in the case it is found that a court or other jurisdictional body of a foreign state has a case related to a dispute between the same parties, about the same subject and on the same grounds.

{Article 75 as amended by Law No. 2627-IX dated September 21, 2022 }

Article 76. Grounds for determining the jurisdiction of courts of Ukraine

1. Courts consider any cases with a foreign element in the following cases:

{The first paragraph of the first part of Article 76 as amended by Law No. 2627-IX dated September 21, 2022 }

1) if the parties stipulated in their agreement that the case with a foreign element be subject to the courts of Ukraine, except for the cases provided for in Article 77 of this Law;

2) if on the territory of Ukraine the defendant in the case has a place of residence or location, or movable or immovable property that can be levied, or there is a branch or representative office of a foreign legal entity - the defendant;

3) in cases of compensation for damage, if it was caused on the territory of Ukraine;

4) if the claimant has a place of residence in Ukraine in the case of payment of alimony or establishment of paternity;

5) if in the case of compensation for damages, the plaintiff - a natural person has a place of residence in Ukraine or a legal person - the defendant - has a place of residence in Ukraine;

6) if in the inheritance case the testator was a citizen of Ukraine at the time of death or had his last place of residence in Ukraine;

7) the action or event that became the basis for filing a claim took place on the territory of Ukraine;

8) if in the case of recognition as missing or declared dead, the person had the last known place of residence on the territory of Ukraine;

9) if the case of a separate proceeding concerns the personal status or legal capacity of a citizen of Ukraine;

10) if a case against a citizen of Ukraine who acts abroad as a diplomatic agent or for other reasons has immunity from local jurisdiction, in accordance with an international treaty, cannot be initiated abroad;

11) if in the case of bankruptcy the debtor has a place of main interests or main business activity on the territory of Ukraine;

{The first part of Article 76 was supplemented by a new clause in accordance with Law No. 4212-VI dated 12.22.2011 }

12) in other cases determined by the law of Ukraine and the international treaty of Ukraine.

Article 77. Exclusive jurisdiction

1. Jurisdiction of the courts of Ukraine is exclusive in the following cases with a foreign element:

{The first paragraph of the first part of Article 77, as amended by Law No. 1837-VI dated 01.21.2010 }

1) if the immovable property, in respect of which a dispute arose, is located on the territory of Ukraine, except for cases related to the conclusion, modification, termination and execution of contracts concluded within the framework of public-private partnership, in particular concession contracts, according to which the immovable property is object of such partnership, in particular, the object of the concession, and the dispute does not concern the emergence, termination and registration of property rights to such an object;

{Clause 1 of the first part of Article 77 as amended by Laws No. 817-VIII dated 24.11.2015 , No. 155-IX dated 03.10.2019 }

2) if in a case concerning legal relations between children and parents, both parties have a place of residence in Ukraine;

3) if in the inheritance case the testator is a citizen of Ukraine and had a place of residence there;

4) if the dispute is related to the registration of an intellectual property right that requires registration or issuance of a certificate (patent) in Ukraine;

- 5) if the dispute is related to the registration or liquidation on the territory of Ukraine of foreign legal entities, natural persons - entrepreneurs;
- 6) if the dispute concerns the validity of entries in the state register, cadastre of Ukraine;
- 7) if in bankruptcy cases the debtor was created in accordance with the legislation of Ukraine;
- 8) if the case concerns the issue or destruction of securities registered in Ukraine;
- 9) cases related to adoption, which was carried out or is being carried out on the territory of Ukraine;
- 10) in other cases determined by the laws of Ukraine.

Article 78. Competence of other bodies of Ukraine

1. The competence of other bodies of Ukraine to consider cases with a foreign element is determined by the laws of Ukraine, taking into account Articles 75-77 of this Law.

Article 79. Judicial immunity

1. Filing a lawsuit against a foreign state, involving a foreign state in participating in the case as a defendant or a third party, imposing a seizure on property that belongs to a foreign state and is located on the territory of Ukraine, using other means of securing a claim against such property, and applying for collection on such property may be admitted only with the consent of the competent authorities of the relevant state, unless otherwise provided by an international treaty of Ukraine or the law of Ukraine.

2. Diplomatic representatives of foreign countries accredited in Ukraine and other persons specified in the relevant laws of Ukraine and international treaties of Ukraine are subject to the jurisdiction of the courts of Ukraine only within the limits determined by the principles and norms of international law or international treaties of Ukraine.

{Part two of Article 79 as amended in accordance with Law No. 1837-VI dated January 21, 2010 }

3. International organizations are subject to the jurisdiction of the courts of Ukraine within the limits determined by the international treaties of Ukraine or the laws of Ukraine.

{Part three of Article 79 as amended by Law No. 1837-VI dated 01.21.2010 }

4. In those cases when, in violation of the norms of international law, Ukraine, its property or representatives in a foreign country are not provided with the same judicial immunity that is provided to foreign countries, their property and representatives in Ukraine in accordance with parts one and two of this article, the Cabinet of Ministers Ukraine may take appropriate measures permitted by international law against this state and its property, unless measures of a diplomatic nature are sufficient to resolve the consequences of the specified violation of international law.

Article 80. Court mandates

1. If, during consideration of a case with a foreign element, the court needs to hand over documents or obtain evidence, to conduct certain procedural actions abroad, the court may send a corresponding mandate to the competent authority of a foreign state in accordance with the procedure established by the procedural law of Ukraine or an international treaty of Ukraine .

{Part one of Article 80 as amended by Law No. 1837-VI dated 01.21.2010 }

2. Orders of Ukrainian courts to deliver documents to citizens of Ukraine permanently residing abroad, or to receive evidence from them on the territory of a foreign state, may be executed by a consular official of Ukraine in accordance with international treaties of Ukraine or in another manner that does not conflict with the legislation of the host state.

Chapter XIII. RECOGNITION AND ENFORCEMENT OF DECISIONS OF FOREIGN COURTS

Article 81. Decisions of foreign courts that can be recognized and enforced in Ukraine

1. In Ukraine, decisions of foreign courts in cases arising from civil, labor, family and economic legal relations, judgments of foreign courts in criminal proceedings in the part related to compensation for damage and losses, as well as decisions of foreign arbitrations and other bodies of foreign states, whose competence includes consideration of civil and economic cases that have entered into legal force, except for the cases provided for in the second part of this articles

{Part one of Article 81 as amended by Laws No. 245-VII dated 16.05.2013 , No. 2508-VIII dated 12.07.2018 }

2. In Ukraine, the decisions of foreign courts cannot be recognized and enforced in cases related to debt collection from the enterprise of the defense-industrial complex in favor of a legal entity of the aggressor state and/or the occupying state or a legal entity with foreign investments or a foreign enterprise of the aggressor state and /or the occupying power.

{Article 81 was supplemented by part two in accordance with Law No. 2508-VIII dated 07/12/2018 ; with changes introduced in accordance with Law No. 1630-IX dated 07/13/2021 }

Article 82. Procedure for recognition and execution of decisions of foreign courts

1. Recognition and enforcement of decisions specified in Article 81 of this Law shall be carried out in accordance with the procedure established by the law of Ukraine.

Chapter XIV. FINAL PROVISIONS

1. This Law enters into force on September 1, 2005.

Subparagraph 3 of paragraph 2 of Chapter XIV "Final Provisions" shall enter into force on the date of entry into force of the Civil Procedure Code of Ukraine .

2. Make changes to the following legislative acts of Ukraine:

{Subparagraph 1, paragraph 2 of Chapter XIV became invalid on the basis of Code No. 1618-IV dated 03.18.2004 }

2) in Chapter VI of the Family Code of Ukraine (Reports of the Verkhovna Rada of Ukraine, 2002, No. 21-22, Article 135):

the title of the section should be written as follows:

"Peculiarities of adoption involving foreigners and stateless persons";

exclude articles 275-281 , 288-292 ;

3) in the Civil Procedure Code of Ukraine (Reports of the Verkhovna Rada of Ukraine, 2004, No. 40-42, Article 492):

in the first part of Article 2, replace the words "and this Code" with the words "this Code and the Law of Ukraine "On International Private Law";

exclude articles 9 , 411 , 412 ;

4) parts six to fifteen of Article 6 of the Law of Ukraine "On Foreign Economic Activity" (Annals of the Verkhovna Rada of the Ukrainian SSR, 1991, No. 29, Article 377; Annals of the Verkhovna Rada of Ukraine, 1993, No. 5, Article 33; 1994, No. 20, Art. 120; 1999, No. 447) to exclude;

5) Chapter VIII of the Law of Ukraine "On Bail" (Vedomosti Verkhovna Rada of Ukraine, 1992, No. 47, Article 642; 2004, No. 11, Article 140) to be excluded.

3. Cabinet of Ministers of Ukraine:

within three months from the date of entry into force of this Law, submit to the Verkhovna Rada of Ukraine proposals to bring legislative acts of Ukraine into compliance with this Law;

to bring its normative legal acts into compliance with this Law;

to ensure that ministries and other central bodies of executive power bring their regulatory acts into compliance with this Law.

President of Ukraine

V. Yushchenko

Kyiv,
June 23, 2005
No. 2709-IV



On private international law
Law of Ukraine dated 23.06.2005 No. 2709-IV
Revised on 23.12.2022 , basis — [2802-IX](#)
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The legislation of Ukraine is valid
as of November 10, 2024



Publications of the document

- **Voice of Ukraine** dated July 29, 2005 — No. 138
- **Official Gazette of Ukraine** dated August 5, 2005 — 2005, No. 29, p. 48, article 1694, act code 33145/2005
- **Information of the Verkhovna Rada of Ukraine** dated August 12, 2005 — 2005, No. 32, p. 1278, Article 422
- **Government Courier** dated August 31, 2005 — No. 163